



**Policy Title:** Role Description for Secretary

**Policy Manual Section:** Governance

**Date Approved by Management Committee:** 28 June 2018

**Next Review Date:** June 2021

**This document will be made available in different languages and formats on request, including Braille and audio formats.**

## **1.0 Aims**

- 1.1 This policy document outlines the role of the Secretary of the Management Committee (Committee) to contribute to effective governance arrangements of the Association.
- 1.2 The Secretary's role and responsibilities are outlined in the Association's Rules and Standing Orders, which reflect the regulatory expectations of the governance arrangements of the Association and Committee.
- 1.3 The Secretary of the Committee has clear duties and responsibilities and should always remember he/she is acting under instruction and supervision of the Management Committee and not in isolation.

## **2.0 General Role & Responsibilities**

- 2.1 The Secretary is responsible for the administrative arrangements in the governance of the Committee and Association.
- 2.2 The Secretary is responsible for ensuring the duties and responsibilities of their role is carried out in an effective manner, which include:
  - a) Calling and attending all meetings of the Association and all Committee meetings;
  - b) Keeping the minutes for all meetings of the Association and Committee;
  - c) Sending out letters, notices calling meetings and relevant documents to members before the meeting;
  - d) Preparing and sending all necessary reports to the Financial Conduct Authority and Scottish Housing Regulator;
  - e) Ensure compliance with the Association's Rules;
  - f) Keeping the register of members and other registers in accordance with the Association's Rules; and
  - g) Supervision of the Association's seal.
- 2.3 The Secretary is an Office Bearers' position with the Management Structure of the Committee and should accept the responsibility to deputise for the Chairperson or Vice Chairperson as required and contribute to decisions between meetings on emergency or urgent business.
- 2.4 The Secretary must report and be accountable to members of the Management Committee and Association on effective arrangements for meetings, record keeping, submission of reports and documents to regulatory bodies and other administration arrangements

- 2.6 The Secretary will in conjunction with the Association's Director ensure he/she attends to the duties and responsibilities of the Secretary to comply with the law, regulatory expectations and the Association's Rules.
- 2.7 The Secretary is elected by the Members of the Committee at the first meeting after each Annual General Meeting and is expected to hold office until the conclusion of the next Annual General Meeting, unless he/she ceases in the meantime to be a Committee Member.

### **3.0 Secretary's Key Duties and Responsibilities**

#### **3.0 Duties Relating to Meetings of the Association**

- 3.1 The Secretary shall call all Annual General Meetings and Special General Meetings in accordance with Rules 20 to 23:
- a) The Secretary will call a special general meeting if:
    - i. Committee requests one; or
    - ii. At least four members request one in writing or at least 10% of members if the Association membership is greater than 40 members.
  - b) The Secretary must establish details of the business in relation to a request for a special general meeting and issue notice to members of arrangements for the meeting within 10 (calendar) days from the date the meetings was requested.
  - c) The Secretary must decide on the time, date and place of the meetings and the meeting must be held within 28 (calendar) days of the date the Secretary received the members' request for a meeting.
  - d) The Secretary will call all general meetings providing at least 14 (calendar) days' notice clearly detailing:
    - i. the date, time and place of the meeting;
    - ii. whether the meeting is an annual or special meeting; and
    - iii. the business for which the meeting is called.
  - e) The Secretary will collect ballot papers for any election of Committee members at the annual general meeting submitted by post at least 5 days before the meeting, or members bring their ballot papers to the meeting
  - f) The Secretary will arrange a special management committee meeting wither on request of the Chairperson or two members of the Committee. The Secretary will issue notice of the meeting to members with 3 (calendar) days and ensure the meeting is held between 10 -14 (calendar) days from the date of request.

- g) The Secretary as an Office Bearer is expected to put themselves forward for election for Chairperson of designated sub-Committees.
- 3.2 The Secretary will set the annual schedule of meetings for the Annual General Meeting, Management Committee and designated sub-Committee meetings in the Committee year (October – September). This will be undertaken in conjunction with the Chairperson and Director.
- 3.3 The Secretary shall ensure the taking, circulation and safekeeping of all Association minutes.

#### **4.0 Duties Relating to Maintaining Registers and Annual Returns**

- 4.1 The Secretary shall ensure the timeous preparation and submission of all returns to the Financial Conduct Authority and Scottish Housing Regulator, in conjunction with the Director and Finance & Corporate Services Manager.
- 4.2 The Secretary will ensure each year the submission of annual returns to the Financial Conduct Authority in conjunction with the Director and Finance & Corporate Services Manager, specifically a:
  - a) copy of the auditor's report in the Association's accounts for the period of the annual return; and
  - b) copy of each balance sheet in the annual accounts.
- 4.3 The Secretary shall ensure that Annual Accounts, in a form meeting statutory requirements are prepared. The Secretary shall also ensure that a copy of the last balance sheet and the Auditor's Report is displayed in a conspicuous place in the reception area of the Association's office.
- 4.4 The Secretary shall ensure that the following registers are maintained and in safe custody: Register of Members, Seal Register, Tender Register, Share Books and Accounts. The Secretary shall ensure the safe custody and proper use of the Seal of the Association. These duties will be carried out in conjunction with the Director.
- 4.5 The Secretary, in conjunction with the Director, shall ensure that all members and persons with an interest in the Association are allowed to inspect the registers and books of the Association, in accordance with Rule 81.

## **5.0 Other Duties of the Secretary**

- 5.1 The Secretary shall in accordance with Rule 68 will present a report in writing at the last Committee prior to the annual general meeting to confirm Rules 62-66 have been followed or if they have not been followed, the reasons for this. Appendix 1 to this report lists the Rules 62-66 which will inform the Secretary's report.
- 5.2 The Secretary in conjunction with the Vice Chairperson will undertake the Chairperson's annual appraisal to assess his/her effectiveness in the role and identify any training and development needs
- 5.3 The Secretary shall ensure that proper books of accounts are maintained and that adequate financial controls operate.
- 5.3 The Secretary will countersign the affixing of the Seal, whose use must be reported to the Management Committee
- 5.4 The Secretary shall ensure that Annual Accounts, in a form meeting statutory requirements are prepared. He/she shall also ensure that a copy of the last balance sheet and the Auditor's Report is displayed in a conspicuous place in the Association's office.
- 5.5 Resignations by Committee members should be in writing to the Secretary and these will be responded to with 5 calendar days.
- 5.6 The Secretary will notify a Committee member not less than one month before a special general meeting, where they are the subject of a complaint and a meeting is arranged for members to decide on whether to terminate a Committee member's membership.
- 5.7 The Secretary shall ensure that the organisation acts legally and constitutionally within its rules.
- 5.5 The Secretary may delegate duties or authority to the Director or staff of the Association.
- 5.6 The Secretary's duties are in addition to the roles and responsibilities of Committee members as outlined in the Role of Committee members policy.
- 5.7 The Secretary is expected to keep themselves fully updated on legislation, regulatory requirements associated with the Association's charitable status and as a Registered Social Landlord with the Scottish Housing Regulator.
- 5.8 The above is not considered exhaustive and common sense and discretion must be applied to see that its spirit is adhered to in situations not specifically included.

#### **4.0 Training & Development**

- 4.1 The Association will offer the Secretary training where appropriate to help him/her develop his/her skills in relation to the responsibilities associated with the post.

#### **5.0 Advice & Support**

- 5.1 In exercising his/her responsibilities, the Secretary may seek the advice and support of other office bearers, and may delegate their duties to the Director or other employees of the Association. However, the Secretary remains solely responsible for ensuring the responsibilities of the post are undertaken effectively and timeously.

#### **6.0 Review**

- 6.1 This policy will be reviewed in June 2021 and thereafter every three years.

**Rule 62**

Minutes of every general meeting, Committee Meeting and sub-committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the chairperson of the meeting at which they are presented. All minutes signed by the chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

**Rule 63**

The Association must have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary of the Association and two Members of the Committee and recorded in a register.

**Rule 64**

The Association must keep at its registered office, a Register containing:

- Rule 64.1            the names and addresses of the Members and their category of membership as set out in Rule 6.2 and where provided for the purposes of electronic communication, fax numbers and e-mail addresses;
- Rule 64.2            a statement of the share held by each Member and the amount each member paid for it;
- Rule 64.3            the date each person was entered in the Register as a Member and the date at which any person ceased to be a Member of the Association;
- Rule 64.4            a statement of other property in the Association, whether in loans or loan stock held by each Member; and
- Rule 64.5            the names and addresses of the Office Bearers of the Association, their positions and the dates they took and left office.

Rule 65.1 The Association must also keep at its registered office:

Rule 65.1.1 A copy of the Register showing the same details as above but not the statements of shares and property. This copy register must be used to confirm the information recorded in the main Register.

Rule 65.1.2 A register of loans and to whom they are made; and

Rule 65.1.3 A register showing the details of all loans and charges on the Association's land.

The inclusion or omission of the name of any person from the original Register of Members shall, in the absence of evidence to the contrary, be conclusive that the person is or is not a member of the Association.

Rule 66

The registered name of the Association must be clearly shown on the outside of every office or place where the Association's business is carried out. The name must also be engraved clearly on the Association's seal and printed on all its business letters, notices, adverts, official publications, and legal and financial documents.

Rule 67

The Association's books of account, registers, securities and other documents must be kept at the registered office or any other place the Committee decides is secure.